

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
W.R. GRACE & CO., et al.,)	Case Nos.: 01-1139 through 01-1200
)	
Debtor.)	Jointly Administered

**ORDER OF UNION TANK CAR TO COMPEL
ASSUMPTION OR REJECTION OF UNEXPIRED LEASE**

The Motion of Union Tank Car Company ("Union Tank") for an Order Compelling Assumption or Rejection of an Unexpired Lease (the "Motion") having been filed with this Court, it appearing that due and proper notice having been given to all interested parties in this case.

IT IS HEREBY ORDERED as follows:

1. The Motion is granted.
2. Debtors must either assume or reject certain Unexpired Lease Agreement (the "Lease"), dated March 9, 1977, a copy of which is attached to the Motion, within thirty (30) days.
3. In the event the Lease is rejected, the automatic stay of 11 U.S.C. § 362 is hereby terminated as to Union Tank with respect to Union Tank's interest in the railway tank cars subject to the Lease.
4. In the event the Lease is rejected, Union Tank is hereby authorized to do any and all acts necessary and/or proper to enforce its rights with respect to the railway tank cars, including, but not limited to, taking possession of the railway tank cars. To the extent the railway tank cars are not returned as required by the Lease, Union Tank will be entitled to an Administrative Expense Claim for the costs incurred in moving, cleaning, emptying and repairing damage to the railway tank cars beyond ordinary wear and tear.

5. This Order is binding upon the Debtors and upon any trustee appointed in this case or in any converted case.

Dated: June , 2002

THE HONORABLE JUDITH K. FITZGERALD
UNITED STATES BANKRUPTCY COURT